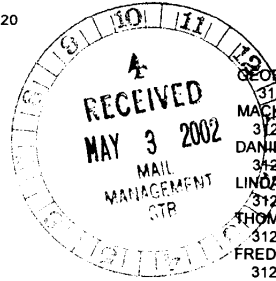


RONALD J. CUCHNA
GENERAL SOLICITOR
312-777-2040

UNION PACIFIC RAILROAD COMPANY

LAW DEPARTMENT
101 NORTH WACKER DRIVE, SUITE 1920
CHICAGO, ILLINOIS 60606
FAX NO. 312-777-2065



GEORGE H. BRANT
312-777-2051
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312-777-2055
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312-777-2046
LINDA J. COYLE
312-777-2056
THOMAS W. CUSHING
312-777-2053
FREDERICK P. JOHNSTON, JR.
312-777-2047

May 2, 2002

VIA Facsimile #202/565-9004 and UPS OVERNIGHT DELIVERY

Mr. Vernon Williams, Secretary
Surface Transportation Board
1925 "K" Street, N.W.
Washington, D.C. 20423-0001

ENTERED
Office of the Secretary
MAY 3 2002
Public Record

**RE: Docket No. AB33- (Sub-No. 170), Union Pacific Railroad Company
--Abandonment and Discontinuance of Operation--in Polk County, IA
(Bell Avenue Industrial Lead in Des Moines, IA)
REQUEST FOR SECOND EXTENSION OF TIME TO NEGOTIATE
PRICE**

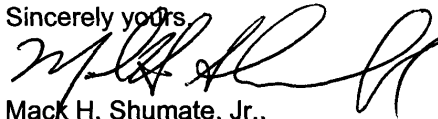
Dear Mr. Williams:

The Union Pacific Railroad Company ("UP") has received a second request (the "Second Request") on behalf of Mid-America Railroad, L.L.C. ("MAR") seeking additional time to complete negotiations to establish a price for that portion of the Bell Avenue Industrial Lead (the "Line") MAR seeks to acquire under its Offer of Financial Assistance. A draft copy of the Request is attached hereto as Exhibit "A" and hereby made a part hereof. While UP does not concur with the proposal made by MAR, the UP has no objection at this time to MAR's Request and is willing to continue negotiating with MAR to establish a mutually acceptable price and terms for that portion of the Line MAR seeks to acquire within the time frame outlined in MAR's Request.

This filing is being made pursuant to the former Interstate Commerce Commission's procedures for receiving submissions in emergency/rush situations by facsimile, Acceptance of Mail by Fax, 54 Fed. Reg. 52857, December 22, 1989, 1989 WL 294480 ("1989 Notice").

As required by the 1989 Notice, an original and ten (10) copies of the attached filing will be provided to the Board under separate cover.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Mack H. Shumate, Jr.', written over the typed name.

Mack H. Shumate, Jr.,
Senior General Attorney

MHS/taf
Enclosures

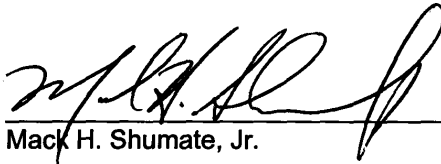
cc: Joseph Dettmar (STB) <202/565-9002>
(Courtesy Copy)

CERTIFICATE OF SERVICE

I certify that I have this date served a copy of the foregoing document by First
Class United States Mail with postage prepaid on:

Steven E. Zumbach
William D. Bartine
Holly M. Logan
Christopher M. Miller
BELIN LAMSON McCORMICK ZUMBACH FLYNN, P.C.
606 Walnut Street, Suite 2000
Des Moines, Iowa 50309

Dated this 2nd day of May, 2002.


Mack H. Shumate, Jr.

**BELIN LAMSON McCORMICK
ZUMBACH FLYNN**

A PROFESSIONAL CORPORATION * ATTORNEYS AT LAW

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666 Walnut Suite 2000
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E-mail: wdbartine@belinlaw.com

April 30, 2002

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Office of the Secretary
Case Control Unit
1925 K St., NW
Washington, DC 20423-001

Re: Docket AB-33 (Sub-No. 170)
Abandonment by Union Pacific Railroad Company
Offer of Financial Assistance by Mid-America Railroad, LLC
Bell Avenue Industrial Lead, Des Moines, Iowa

Dear Mr. Williams:

Enclosed please find the original and ten (10) copies of a Request for Extension of Time
to Negotiate Price in the above-captioned abandonment proceedings.

By my signature below, I certify service upon applicant's representative, at the address set forth
below, by facsimile and by U. S. Mail, postage prepaid, first class, this 30th day of April, 2002

Sincerely yours,



William D. Bartine
For the Firm

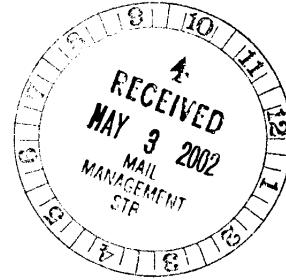
WDB\ej

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cc: Mack H. Shumate, Jr., Esq.
Senior General Attorney
Union Pacific Railroad Company
Law Department
101 North Wacker Dr.
Suite 1920
Chicago, IL 60606

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



Docket No. AB-33 (Sub-No. 170)

UNION PACIFIC RAILROAD COMPANY

—ABANDONMENT AND DISCONTINUATION OF OPERATION—

IN POLK COUNTY, IOWA

(BELL AVENUE INDUSTRIAL LEAD IN DES MOINES, IOWA)

REQUEST FOR EXTENSION OF TIME
TO NEGOTIATE PRICE

MID-AMERICA DEVELOPMENT COMPANY

MID-AMERICA RAILROAD COMPANY, L.L.C.

Steven E. Zumbach
William D. Bartine
Holly M. Logan
Christopher M. Miller
BELIN LAMSON McCORMICK
ZUMBACH FLYNN, P.C.
666 Walnut Street, Suite 2000
Des Moines, IA 50309
515-243-7100 (Telephone)
515-243-1408 (Facsimile)

ATTORNEYS FOR MID-AMERICA
DEVELOPMENT COMPANY AND
MID-AMERICA RAILROAD COMPANY, L.L.C.

Dated: April 30, 2002
Filed: May 1, 2002

BEFORE THE
SURFACE TRANSPORTATION BOARD

Docket No. AB-33 (Sub-No. 170)
UNION PACIFIC RAILROAD COMPANY
—ABANDONMENT AND DISCONTINUATION OF OPERATION—
IN POLK COUNTY, IOWA
(BELL AVENUE INDUSTRIAL LEAD IN DES MOINES, IOWA)

REQUEST FOR EXTENSION OF TIME
TO NEGOTIATE PRICE

On March 21, 2002, the Surface Transportation Board issued a decision in the above-captioned matter. In its decision, the Surface Transportation Board found Mid-America Railroad Company, L.L.C. ("MAR") to be a financially responsible party and further found MAR's offer of financial assistance to be reasonable. The Board held that Union Pacific ("UP") and MAR may negotiate a price up until April 22, 2002, when either party may request that the Board establish the terms and conditions of the purchase price. On April 19, 2002, the Board granted a two-week extension allowing the parties to negotiate up to May 6, 2002 to establish the terms and conditions of the purchase price.

Unfortunately, it appears UP and MAR will be unable to complete their negotiations by May 6, 2002. Both parties are still desirous of completing such discussions. However, the discussions have been delayed awaiting a response from the Burlington Northern-Santa Fe Railroad Company to MAR's inquiries about the acquisition of rights to use the so-called "Raccoon River Bridge," reference to which is made in the UP's abandonment application.

In addition, MAR continues to perform due diligence with respect to the litigation

involving Iowa Interstate Railroad Company ("IAIS"), the short-line railroad that has agreed to service the line in question should MAR acquire it. Although MAR's initial inquiries indicate that IAIS will remain viable despite this litigation, legal counsel for IAIS has been out-of-town and unavailable to confirm the status of this litigation. Therefore, a two-week extension is necessary to confirm this information.

MAR hereby requests a two-week extension of the time within which to negotiate a purchase price with UP. Therefore, MAR requests that if MAR and UP cannot agree on the purchase price, either party may petition the Board to establish the terms and conditions of the purchase price by May 20, 2002. Based on MAR's contacts with Mr. Mack Shumate, Senior General Counsel for UP, it is the understanding of the undersigned that UP may consent and agree to this request for an extension of time based on decisions that are pending before MAR's management at the time of execution of this request.

By my signature below, I certify service upon Union Pacific by U.S. mail, postage prepaid, first class, this ____ day of April, 2002.

Respectfully submitted,

Steven E. Zumbach
William D. Bartine
Holly M. Logan
Christopher M. Miller
BELIN LAMSON McCORMICK
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666 Walnut Street, Suite 2000
Des Moines, IA 50309
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515-243-1408 (Facsimile)

ATTORNEYS FOR MID-AMERICA
DEVELOPMENT COMPANY AND MID-
AMERICA RAILROAD COMPANY,
L.L.C.

d:\m0776\02\pld-2nd req for exten.doc